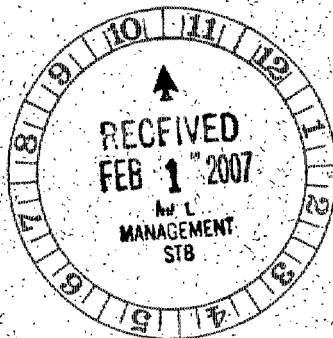


RAIL LOGISTICS, LC

January 31, 2007

RECORDATION NO. 26787 FILED
FEB 01 '07 -4 37 PM
SURFACE TRANSPORTATION BOARD



Mr. Vernon Williams
Recordation's Unit
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423-0001

Dear Mr. Williams:

Please find enclosed one (2) original **Bills of Sale** (primary document) dated December 31, 2006 between the following parties.

Buyer: CMF Leasing, Inc.
Seller: Rail Logistics, LC

Please see Schedule 1 for the equipment listing, (30) Open Top Hoppers involved in this transaction.

Also enclosed for your information and filing are (2) sets of: **Memorandum of Assignment of Lease and Memorandum of Railcar Equipment Lease.**

This filing is to appear in the index as follows:

Bill of Sale dated as of December 31, 2006 related to (30) railcars bearing reporting marks: (See Schedule 1 to Bill of Sale).

The filing fee for this document in the amount of \$34.00 is enclosed. **Please return all stamped originals to my attention.**

Should you have any questions or need further information, please do not hesitate to contact me at 913-491-0050.

Sincerely,

Nanci Norman
Document Coordinator

cc: Chris Mnichowski, CFO

ENCS

FEB 01 '07

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**EXHIBIT B TO
PURCHASE AND SALE AGREEMENT**

SURFACE TRANSPORTATION BOARD

BILL OF SALE


RAIL LOGISTICS, LC, a Kansas limited liability company (the "Company"), in consideration of the sum of Ten Dollars (\$10.00) and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, from CMF LEASING, INC., a Kansas corporation (the "Buyer"), hereby grants, sells, assigns, conveys, transfers, delivers and sets over unto Buyer, the railroad units of rolling stock identified in Schedule 1 attached hereto and made a part hereof (the "Equipment").

The Company hereby warrants that it has good and marketable title to the Equipment and that the Company's title thereto is free from all liens and encumbrances, other than liens or encumbrances created by Buyer or by persons claiming by, through or under Buyer. The description of the Equipment set forth in Schedule 1 hereto is for the sole purpose of identification and is not part of the basis of the bargain.

This Bill of Sale is being delivered in connection with the Purchase and Sale Agreement between the Company and Buyer dated as of December 31, 2006 (the "Agreement"). EXCEPT FOR THE WARRANTY OF TITLE SET FORTH IN THIS BILL OF SALE AND THE REPRESENTATIONS AND WARRANTIES OF THE COMPANY SET FORTH IN THE AGREEMENT, THE EQUIPMENT IS BEING SOLD TO BUYER BY THE COMPANY "AS-IS" "WHERE-IS", WITHOUT ANY OTHER REPRESENTATIONS AND WARRANTIES, WHETHER WRITTEN, ORAL OR IMPLIED, AND THE COMPANY SHALL NOT, BY VIRTUE OF HAVING SOLD THE EQUIPMENT HERewith, BE DEEMED TO HAVE MADE ANY REPRESENTATION OR WARRANTY AS TO THE MERCHANTABILITY, FITNESS FOR A PARTICULAR PURPOSE, OPERABILITY, DESIGN OR CONDITION OF, OR AS TO THE QUALITY OF THE MATERIAL OR WORKMANSHIP IN, THE EQUIPMENT.

IN WITNESS WHEREOF, the Company has caused this Bill of Sale to be duly executed by its officer thereunto duly authorized as of this 31st day of December, 2006.

RAIL LOGISTICS, LC

By:  _____

Its: MANAGING MEMBER

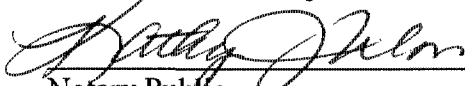
**SCHEDULE 1
TO THE BILL OF SALE
DATED AS OF DECEMBER 31, 2006**

CAR DESCRIPTION	CAR INIT	CAR NUMBER
Open Top Hopper	RRLX	007040
	RRLX	007045
	RRLX	007050
	RRLX	007052
	RRLX	007055
	RRLX	007060
	RRLX	007062
	RRLX	007063
	RRLX	007065
	RRLX	007069
	RRLX	007070
	RRLX	007072
	RRLX	007077
	RRLX	007080
	RRLX	007083
	RRLX	007086
	RRLX	007089
	RRLX	007092
	RRLX	007095
	RRLX	007096
	RRLX	007098
	RRLX	007101
	RRLX	007102
	RRLX	007103
	RRLX	007105
	RRLX	007107
	RRLX	007109
	RRLX	007110
	RRLX	007112
	RRLX	007114

STATE OF KANSAS)
)
COUNTY OF JOHNSON)

SS:

On this 31st day of December, 2006 before me personally appeared Chris Mnichowski, to me personally known, who being duly sworn, says that he is the president of CMF LEASING, INC., that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Notary Public

[NOTARIAL SEAL]

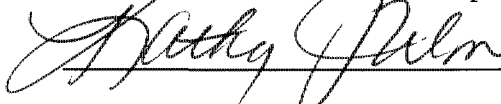
My Commission Expires:



STATE OF KANSAS)
)
COUNTY OF JOHNSON)

SS:

On this 31st day of December, 2006 before me personally appeared Michael Lerner, to me personally known, who being duly sworn, says that he is a managing member of RAIL LOGISTICS, LC, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Notary Public

[NOTARIAL SEAL]

My Commission Expires:

